

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	: Chapter 11 Case No.
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	: 08-13555 (JMP)
Debtors.	: (Jointly Administered)
	:
	:
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AFFIDAVIT AND DISCLOSURE STATEMENT OF JEFFERY PETER ONIONS QC

CITY OF LONDON)
) ss:
COUNTRY OF THE UNITED KINGDOM)

JEFFERY PETER ONIONS QC, being duly sworn, upon his oath, deposes and says:

1. I am a Queen's Counsel, located at One Essex Court, The Temple, London EC4Y 9AR.
2. Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the "Debtors") and, collectively with their non-debtor affiliates, "Lehman"), have requested that I provide legal advice to the Debtors with respect to the enforceability of certain terms of agreements entered into by the Debtors as a matter of English law and the steps that might be taken in England to have the enforceability of the terms determined and I have consented to provide such services.
3. I may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of my customary practice, I am retained in cases,

proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. I do not perform services for any such person in connection with these chapter 11 cases. In addition, I do not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. I have not agreed to share and will not share any portion of the compensation to be received from the Debtors with any other person other than by discharging the regular expenses incurred in connection with the administration of barristers chambers of which I am a member.

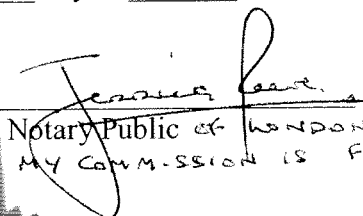
5. I do not hold or represent any interest adverse to the Debtors or their estates.

6. The Debtors do not owe me anything for prepetition services.

7. If at any time during the period of my employment, I discover any facts bearing on the matters described herein, I will supplement the information contained in this Affidavit.

By: 

described and sworn to before me
on the 22nd day of JULY, 2009


Notary Public of LONDON, ENGLAND
MY COMMISSION IS FOR LIFE

JOHN VENN & SONS
SCRIVENER NOTARIES
TRANSLATORS
95 ALDWYCH,
LONDON. WC2B 4JF
TEL: 020 7395 4300
FAX: 020 7395 4310

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RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY LEHMAN BROTHERS HOLDINGS INC. OR ANY OF ITS DEBTOR AFFILIATES (collectively, the "Debtors")

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
Attn: Jennifer Sapp
Christopher Stauble

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Jeffery Peter Onions QC, One Essex Court, The Temple, London, EC4Y

9AR

2. Date of retention: 8 June 2009

3. Type of services provided (accounting, legal, etc.):

Legal

4. Brief description of services to be provided:

Advice in relation to the enforceability of terms of agreements entered into
by the Debtors as a matter of English law and possible litigation in relation
thereto.

5. Arrangements for compensation (hourly, contingent, etc.)

Hourly

- (a) Average hourly rate (if applicable):

£500

- (b) Estimated average monthly compensation based on prepetition
retention (if firm was employed prepetition):

N/A

6. Prepetition claims against the Debtors held by the firm:

Amount of claim: \$N/A

Date claim arose: N/A

Source of Claim: N/A

7. Prepetition claims against the Debtors held individually by any member,
associate, or professional employee of the firm:

Name: N/A

Status: N/A

Amount of Claim: \$N/A_____

Date claim arose: N/A_____

Source of claim: N/A_____

8. Stock of the Debtors currently held by the firm:

Kind of shares: None_____

No. of shares: N/A_____

9. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: N/A_____

Status: N/A_____

Kind of shares: N/A_____

No. of shares: N/A_____

10. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

None_____

11. Name of individual completing this form:

Jeffery Peter Onions QC_____